

This instrument prepared by
Floyd Healy
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3/16/07 9:23:18
BK 2,680 PG 604
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

SUBSTITUTION OF TRUSTEE

WHEREAS, Jose Gutierrez and Richard Villa executed a Deed of Trust dated April 15, 2004, in favor of Lem Adams, III, Trustee(s) and Mortgage Electronic Registration Systems, Inc. as nominee for WMC Mortgage Corp., Lender, for the benefit of the owner and holder of a certain indebtedness, WMC Mortgage Corp.; and

WHEREAS, said Deed of Trust was filed of record on June 1, 2004, and recorded in Book 2000, at Page 313, in the office of the Clerk of the Chancery Court of DeSoto County, Mississippi; and

WHEREAS, said Deed of Trust was assigned to Wells Fargo Bank, NA as Trustee under Pooling and Servicing Agreement dated as of October 1, 2004 Merrill Lynch Mortgage Investors Trust Mortgage Loan Asset-Backed certificates, series 2004-WMC5, by an Assignment filed of record on March 8, 2007, and recorded in Book 2675, at Page 156, in the office of the Clerk of the Chancery Court of DeSoto County, Mississippi; and

WHEREAS, Wells Fargo Bank, NA as Trustee under Pooling and Servicing Agreement dated as of October 1, 2004 Merrill Lynch Mortgage Investors Trust Mortgage Loan Asset-Backed certificates, series 2004-WMC5, the legal holder of said Deed of Trust and the said indebtedness has requested foreclosure proceedings to be instituted; and

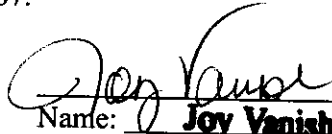
WHEREAS, Wells Fargo Bank, NA as Trustee under Pooling and Servicing Agreement dated as of October 1, 2004 Merrill Lynch Mortgage Investors Trust Mortgage Loan Asset-Backed certificates, series 2004-WMC5, the owner and legal holder of said indebtedness does hereby desire Floyd Healy to act as trustee in the place and stead of Lem Adams, III or any subsequently appointed Substitute Trustee, as appointed under said Deed of Trust.

THEREFORE, the undersigned does hereby in accordance with the terms of said Deed of Trust, appoint, nominate and constitute the said Floyd Healy as Substitute Trustee in the place and stead of the said Lem Adams, III or any subsequently appointed Substitute Trustee.

Default having been made in the payment of said indebtedness, Wells Fargo Bank, NA as Trustee under Pooling and Servicing Agreement dated as of October 1, 2004 Merrill Lynch Mortgage Investors Trust Mortgage Loan Asset-Backed certificates, series 2004-WMC5, the owner and legal holder has further requested that said Floyd Healy, Substitute Trustee under said Deed of Trust, proceed with foreclosure and to do any and all things necessary and in accordance with the terms of said Deed of Trust as though the said Floyd Healy had been originally appointed as Trustee hereunder.

Should Wells Fargo Bank, NA as Trustee under Pooling and Servicing Agreement dated as of October 1, 2004 Merrill Lynch Mortgage Investors Trust Mortgage Loan Asset-Backed certificates, series 2004-WMC5, become the last and highest bidder at the foreclosure sale, the Substitute Trustee is hereby authorized to transfer and assign said bid and to convey title to said foreclosure property to the Administrator of Veterans Affairs or the Secretary of Housing and Urban Development, or whomsoever the undersigned shall authorize. The statement in the Substitute Trustee's Deed that the undersigned has requested transfer of its bid to grantee(s) in the Substitute Trustee's Deed shall be binding on the undersigned and conclusive evidence in favor of the assignee or other parties thereto, that the Substitute Trustee was duly authorized and empowered to execute same.

IN WITNESS WHEREOF, the undersigned, owner and holder of said indebtedness has hereunto caused this instrument to be executed by and through its duly authorized officers, this the 23 day of February, 2007.



Name: Joy Vanish

Title: Vice President

Wells Fargo Bank, NA as Trustee under Pooling and Servicing Agreement dated as of October 1, 2004 Merrill Lynch Mortgage Investors Trust Mortgage Loan Asset-Backed certificates, series 2004-WMC5, by Barclays Capital Real Estate Inc. dba HomeEq Servicing, Attorney-in-Fact

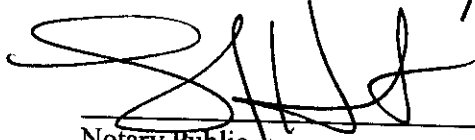
ACKNOWLEDGEMENT

STATE OF NC)

COUNTY OF Wake)

On this 23 day of February, 2007, before me personally appeared Joy Vanish, to me personally well known, who acknowledged that s/he was the Vice President of Barclays Capital Real Estate Inc. dba HomeEq Servicing and that Barclays Capital Real Estate Inc. dba HomeEq Servicing was duly and properly appointed Attorney-in-Fact for Wells Fargo Bank, NA as Trustee under Pooling and Servicing Agreement dated as of October 1, 2004 Merrill Lynch Mortgage Investors Trust Mortgage Loan Asset-Backed certificates, series 2004-WMC5, and that s/he, as such officer, being authorized to do so, had executed the foregoing instrument of the purpose therein contained, by signing the same of the national association by him/herself as such officer.

Witness my hand and official seal this the 23 day of February, 2007.



Notary Public

Lona J. Hunt

My Commission Expires:

